



GCL Technology Holdings Limited

協鑫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3800)

TERMS OF REFERENCE OF NOMINATION COMMITTEE (the “Committee”)

1 Constitution

- 1.1 The board of directors (the “Board”) of GCL Technology Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) had resolved to establish the Committee on 15 March 2012 to recommend to the Board on the director nomination policy of the Group, director succession plan as well as the structure, size and composition of the Board.
- 1.2 The Committee will review its terms of reference, performance and constitution occasionally and recommend any changes it considers necessary to the Board for approval in order to fully comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) (as amended from time to time) and other legal requirements.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall comprise of at least three members. A majority of the Committee members shall be independent non-executive directors. At least one member of the Committee must be of a different gender.
- 2.2 The chairman of the Committee shall be appointed by the Board, who shall be the chairman of the Board or an independent non-executive director.
- 2.3 The company secretary of the Company shall act as the Secretary of the Committee.
- 2.4 A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

3 Frequency and proceedings of meetings

- 3.1 Unless otherwise specified hereunder, the provisions contained in the Company's articles of association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
- 3.2 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 3.3 The quorum of a meeting shall be two members of the Committee.
- 3.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external professional advisors or consultants to advise its members.
- 3.5 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each member can hear and be heard by all other members throughout the meeting and such participation shall constitute presence for the purpose of the quorum requirement under article 3.2 hereof.
- 3.6 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. In the case of any equality of votes, the chairman of the Committee shall have a casting vote.
- 3.7 Without prejudice to any requirement under the Listing Rules, a resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4 Authority

- 4.1 The authorities and responsibilities of the Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in the Listing Rules (as amended from time to time).
- 4.2 The Committee is authorized by the Board to make recommendations to the Board on director nomination policy, Board diversity policy, workforce diversity policy, succession plan, as well as the structure, size and composition of the Board. The employees of the Company shall co-operate with the Committee by providing relevant information and assistance to the Committee if requested.
- 4.3 The Committee shall be provided with sufficient resources to perform its duties. The Committee is authorized by the Board to seek independent professional advice, at the expense of the Company, if considered necessary, in performing its duties.

5 Duties

- 5.1 Without prejudice to any requirement under the CG Code, the Committee shall perform the following duties:
 - 5.1.1 review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - 5.1.2 identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - 5.1.3 assess the independence of independent non-executive directors with regard to the requirements of the Listing Rules (as amended from time to time);
 - 5.1.4 make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;
 - 5.1.5 review and assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively, taking into account the factors as required by the Listing Rules;
 - 5.1.6 support the Company's regular evaluation of the Board's performance;
 - 5.1.7 review the director nomination policy, the Board diversity policy and workforce diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board; and
 - 5.1.8 do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board with regard to the requirements of the Listing Rules (as amended from time to time).

6 Reporting Procedure

- 6.1 Minutes of meetings of the Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of the meetings of the Committee should be sent to all Committee members for their comment and records, within a reasonable time after the meeting.
- 6.2 The chairman of the Committee shall report to the Board and present the findings and the recommendation(s) of the Committee to the Board on a regular basis. Without prejudice to the generality of the duties of the Committee set out in these

terms of reference, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

- 6.3 Full minutes of the meetings of the Committee should be kept by the secretary of the Committee, and such minutes should be open for inspection at any reasonable time on reasonable notice by any Director.

7 Annual General Meeting

- 7.1 The chairman or in his absence, another member of the Committee or failing this, his or her duly appointed delegate, shall attend the annual general meetings of the Company and be prepared to respond to questions on the Committee's work and responsibilities.

8 Miscellaneous

- 8.1 The terms of reference is posted on the respective websites of the Company and The Stock Exchange of Hong Kong Limited.
- 8.2 In case of any inconsistency between the English and Chinese versions of the terms of reference, the English version will prevail.

Adopted on 15 March 2012

(Amended on 25 June 2025 and effective on 1 July 2025)